

Exhibit A Scope of Work

PURPOSE

The purpose of this contract is to select an expert Financial Advisor to provide investment monitoring and programmatic advice, to counsel Energy Commission staff in their administrative interactions with various bond program contractors (audit, rebate, bond counsel), and other outside participants in the revenue bond program (trustee, issuer, investment contacts). This solicitation will also provide assistance in structuring another bond issue from energy related funds, make public comments and presentations, provide training concerning financial matters affecting Energy Commission program activity and provide advice and recommendations to Energy Commission staff in managing the complexities of the tax exempt revenue bond program.

WORK AUTHORIZATIONS

This is a "Work Authorization" contract and no work shall be undertaken unless authorized by the Energy Commission through a specific written document called a Work Authorization (WA). Each WA shall define the scope of work, the deliverables, the schedule of deliverables and the project budget for work requested by the Energy Commission. The Contractor shall begin work only when a written WA is signed by both the CCM and the Contractor and has been approved by the Department of General Services.

TASK 1: CONTRACT MANAGEMENT

TASK 1.1 – MANAGEMENT OF WORK AUTHORIZATIONS

The goal of this task is to provide technical assistance to the CCM in preparing Work Authorizations that adequately address the administrative, bond compliance, and technical needs of the Energy Commission with respect to the revenue bond program.

The Contractor shall:

- Utilize financial expertise to ensure language in the Work Authorizations developed during the term of this contract meet the requirements needed to ensure bond compliance, financial analysis, and other tasks listed below are completed to the satisfaction of the Energy Commission.
- Draft WAs if requested by CCM.

Deliverables:

- Work Authorizations

TASK 1.2 - KICKOFF MEETING

The Contractor shall:

- Attend a "kick-off" meeting with the Energy Commission Contract Manager, Contracts Officer, and the Accounting Office. The Contractor shall include at a minimum their Project Manager, Contract Administrator, and Accounting Officer. The administrative and technical aspects of this contract will be discussed.

TASK 1.3 - INVOICES

The Contractor shall:

- Prepare an invoice for all reimbursable expenses incurred performing work under this contract in compliance with the Terms and Conditions of the contract. Official invoices must be submitted to the Energy Commission's Accounting Office.

TASK 1.4 - SUBCONTRACTORS

In the event Subcontractors are part of the Contract, the Contractor shall:

- Manage and coordinate subcontractor activities. The Contractor is responsible for the quality of all subcontractor work and the Energy Commission will assign all work to the Contractor. If the Contractor decides to add new subcontractors, they shall: 1) comply with the terms and conditions of the contract and 2) notify the CCM who will follow the Energy Commission's process for adding or replacing subcontractors.

TASK 1.5 - QUARTERLY PROGRESS REPORTS

The goal of this task is to periodically verify that satisfactory and continued progress is made towards achieving the objectives of the project.

The Contractor shall:

- Prepare quarterly progress reports that summarize all contract activities conducted by the Contractor for the reporting period, including an assessment of the ability to complete the contract/work authorization within the current budget and any anticipated cost overruns.
- Each progress report is due to the CCM within 15 calendar days after the end of the reporting period.

Deliverables:

- Quarterly Progress Reports

TASK 1.6 - FINAL REPORT

The goal of this task is to prepare a comprehensive written Final Report that describes the original purpose, approach, results, and conclusions of the work done under this contract. The CCM will review and approve the Final Report. The Final Report must be completed on or before the termination date of the contract.

The Final Report shall be a public document. If the Contractor has obtained confidential status from the Energy Commission and will be preparing a confidential version of the Final Report as well, the Contractor shall perform the following subtasks for both the public and confidential versions of the Final Report.

The Final Report shall include, but not be limited to, an analysis of:

- The work accomplishments of the Agreement
- The effectiveness of the Agreement in meeting the objectives of the program
- Future activities recommended to increasing the effectiveness of the program

The Contractor shall:

- Prepare a draft Final Report for this contract.

- Submit an electronic draft Final Report to the CCM for review and comment. The CCM will provide written comments within 15 calendar days of receipt.
- Prepare and submit a Final Report that addresses all of the CCM's comments on the draft Final Report. Any problematic recommended changes should be discussed with the CCM. Once final editing is completed, the CCM shall provide written approval to the Contractor within seven calendar days.
- Submit one bound copy of the Final Report with the final invoice.

Deliverables:

- Final Report (draft and final)

TASK 2 - FINANCIAL ANALYSIS AND RECOMMENDATIONS

The goal of this task is to provide the tools for Energy Commission staff to manage the tax exempt revenue bond program. Due to the complexities involved in transferring funds between the rebate arbitrage accounts and sub-accounts, an experienced financial analyst is needed to analyze the overall structure and flow of funds within the bond program. The high level of accounting transactions involved in the revenue bond fund requires significant analysis and monitoring, and requires significant financial expertise to provide financial analysis to the Energy Commission.

The Contractor shall:

- Review and/or prepare financial analysis and recommendations for:
 - Bond program structure and flow of funds
 - Investments
 - Cash-flow strategies
 - Rebate arbitrage calculation formulas
 - Monitoring of investments, including advice for:
 - Compliance with cash-flow certificate preparation
 - Future scenario risk analysis, etc.
- Provide ongoing advice and analysis on bond financial structure

TASK 3 - TECHNICAL ASSISTANCE FOR BOND COMPLIANCE

The goal of this task is to provide technical assistance to ensure overall bond compliance. To perform this task, the Energy Commission requires assistance in tax analysis and rebate calculation interpretation and compliance with administrative requirements in the bond documents.

The Contractor shall:

- Provide administrative assistance to coordinate with the various bond program contractors and participants, including those parties within and outside the Energy Commission responsible for the following:
 - Tax liability analysis and advice
 - Document covenant interpretation
 - Bond audit recommendations, follow-up procedures, coordination, and tracking of accounts and sub-accounts
- Provide advice and recommendation on compliance and implementation of bond requirements for existing and new loans funded with bond proceeds.

- Assist CCM, upon request, to ensure all other compliance issues are met.
- Provide communication and coordination assistance for the bond team in a format to be stated in the work authorization, which is consistent with industry procedures such as e-mails, teleconferences, WebEx, etc.

TASK 4 - BOND ADMINISTRATION AND MANAGEMENT

The goal of this task is to provide Energy Commission staff with proper advice and recommendations for administering the tax exempt revenue bond program. This advice may include training Commission staff on various aspects of bond program.

The Contractor shall:

- Provide proper advice and recommendations to the Energy Commission, upon direction of the CCM, in managing the complexities of the tax exempt revenue bond program, including:
 - Providing public comments and presentations when necessary
 - Coordinating training and workshops for Energy Commission staff
 - Assist staff with documenting bond activities necessary for administration of bond document requirements

TASK 5 - ACCOUNTING COMPLIANCE AND COORDINATION

The goal of this task is to ensure bond program accounting compliance and coordination. Due to the frequent number of accounting transactions, expertise is required to keep current of General Accounting Standards Board (GASB) auditing regulations and interpret bond related tax laws, the California Energy Commission requires assistance to coordinate among Energy Commission staff and the auditing and rebate contractors. Assistance is needed to ensure compliance with all applicable bond related regulations and laws.

The Contractor shall:

- Provide input to the program during annual accounting audits and as determined necessary by the CCM.
- Assist the Energy Commission in meeting new GASB auditing requirements and other accounting requirements in the bond documents.

TASK 6 - NEW FINANCING PROGRAM DEVELOPMENT

The goal of this task is to provide the Energy Commission with advice and recommendation on new financing program development. Due to the complexities and the need for subject matter expertise, the Energy Commission requires assistance in developing funding options if the Energy Commission pursues a new bond series under the Master Trust Agreement.

The Contractor shall:

- Assist in the planning, development and implementation of any new Energy Commission bond series under the Master Trust Agreement.